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TRANSMITTAL LETTER
ARTICLES OF INCORPORATION

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

September 22, 2000

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-10/05/00--01054--012
*****70.00 *****70.00

SUBJECT: PAMELA D. BRATTON, PHD, P.A.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00

Please return photocopy enclosed "stamped with the filing date."

FROM: Susan L. Kidd/Daytona Business Services, Inc.

Name (Printed or Typed)

P.O. Box 229

Address

Daytona Beach, FL 32115-0229

City, State & Zip

(904)258-5880

Daytime Telephone Number

FILED
00 OCT -5 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PAMELA D. BRATTON, PHD, P.A.
(A Professional Association)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator(s), each of whom is licensed or otherwise legally authorized to practice psychological counseling in the State of Florida, have associated themselves together, for the purpose of forming a professional corporation under and by virtue of the laws of the State of Florida, and especially under and by virtue of Chapter 607 and 621, Florida Statutes, and adopt the following articles of incorporation for the corporation.

ARTICLE I
NAME

The name of the Corporation shall be: PAMELA D. BRATTON, PHD, P.A.

ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 1242 Thomasina Drive, Port Orange, County of Volusia, State of Florida 32119. The name of the initial registered agent of the corporation, located at that office, is Pamela D. Bratton.

ARTICLE III
DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE IV
PURPOSE

The purpose of the corporation is to practice the profession of psychological counseling. The sole and exclusive professional service to be rendered by the corporation is psychological counseling services.

ARTICLE V
CAPTIAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at one time is one hundred (100) shares. These shares shall be of a single class of common stock, and shall have no par value.

ARTICLE VI
CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of psychology is not less than \$ 100.00.

ARTICLE VII
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII
INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Name
PAMELA D. BRATTON

Address
1242 Thomasina Drive
Port Orange, FL 32119

ARTICLE IX
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is 1, and the names and addresses of the initial directors are:

Name
PAMELA D. BRATTON

Address
1242 Thomasina Drive
Port Orange, FL 32119

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X
BYLAWS

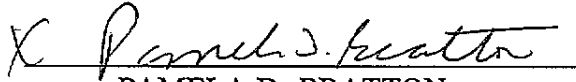
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote

of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator has executed these Articles of Incorporation on September 22, 2000.


PAMELA D. BRATTON

CERTIFICATE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PAMELA D. BRATTON, PHD, P.A.
2. The name and address of the registered agent and office is:

Pamela D. Bratton

1242 Thomasina Drive

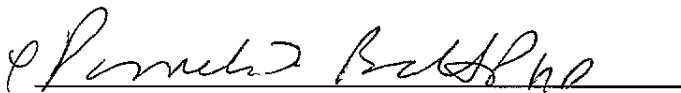
Port Orange, FL 32119

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

9/27/00
Date